

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

ADAM FRANCHI, Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

v.

SMILEDIRECTCLUB, INC., DAVID KATZMAN,
KYLE WAILES, STEVEN KATZMAN, JORDAN
KATZMAN, ALEXANDER FENKELL, RICHARD
SCHNALL, SUSAN GREENSPON RAMMELT, J.P.
MORGAN SECURITIES LLC, CITIGROUP
GLOBAL MARKETS INC., BOFA SECURITIES,
INC., JEFFERIES LLC, UBS SECURITIES LLC,
CREDIT SUISSE SECURITIES (USA) LLC,
GUGGENHEIM SECURITIES, LLC, STIFEL,
NICOLAUS & COMPANY, INCORPORATED,
WILLIAM BLAIR & COMPANY, L.L.C., and LOOP
CAPITAL MARKETS LLC,

Defendants.

No.: 3:19-cv-00962

CLASS ACTION

BARRY GINSBERG, individually and on behalf of
all others similarly situated,

Plaintiff,

v.

SMILEDIRECTCLUB, INC., DAVID KATZMAN,
KYLE WAILES, STEVEN KATZMAN,
ALEXANDER FENKELL, J.P. MORGAN
SECURITIES, INC., CITIGROUP GLOBAL
MARKETS INC., BOFA SECURITIES, INC.,
JEFFERIES LLC, UBS SECURITIES LLC, CREDIT
SUISSE SECURITIES (USA) LLC, and CAMELOT
VENTURE GROUP,

Defendants.

No.: 3:19-cv-01040

RICHARD ANDRE, Individually and On Behalf of All Others
Similarly Situated,

No.: 3:19-cv-01057

Plaintiff,

v.

SMILEDIRECTCLUB, INC., DAVID KATZMAN, KYLE
WAILES, STEVEN KATZMAN, JORDAN KATZMAN,
ALEXANDER FENKELL, RICHARD SCHNALL, SUSAN
GREENSPON RAMMELT, J.P. MORGAN SECURITIES LLC,
CITIGROUP GLOBAL MARKETS INC., BOFA SECURITIES,
INC., JEFFERIES LLC, UBS SECURITIES LLC, CREDIT
SUISSE SECURITIES (USA) LLC, GUGGENHEIM
SECURITIES, LLC, STIFEL, NICOLAUS & COMPANY,
INCORPORATED, WILLIAM BLAIR & COMPANY, L.L.C.,
and LOOP CAPITAL MARKETS LLC,

Defendants.

**DECLARATION OF JEREMY A. LIEBERMAN IN SUPPORT OF MOTION OF THE
SMILEDIRECTCLUB INVESTOR GROUP TO: (1) CONSOLIDATE ACTIONS; (2)
APPOINT LEAD PLAINTIFF; AND (3) APPROVE LEAD PLAINTIFF'S SELECTION
OF COUNSEL**

I, Jeremy A. Lieberman, hereby declare under penalty of perjury:

1. I am a Partner of Pomerantz LLP (“Pomerantz”), counsel for Movants Thomas R. Derus and Wei Wei (collectively, the “SmileDirectClub Investor Group” or “Movant”) and have personal knowledge of the facts set forth herein. I make this Declaration in support of the SmileDirectClub Investor Group’s motion for consolidation of the above-captioned actions (the “Related Actions”), appointment as Lead Plaintiff, and approval of Lead Plaintiff’s selections of Pomerantz and The Rosen Law Firm, P.A. (“Rosen”) as Co-Lead Counsel, and Holifield Janich & Ferrera, PLLC (“Holifield”) as Liaison Counsel.

2. Attached hereto as Exhibit A is a true and correct copy of the PSLRA early notice disseminated on a national financial wire service announcing the pendency of the first of the Related Actions to be filed.

3. Attached hereto collectively as Exhibit B are true and correct copies of shareholder certifications executed by the members of the SmileDirectClub Investor Group.

4. Attached hereto as Exhibit C is a true and correct copy of the SmileDirectClub Investor Group’s loss chart.

5. Attached hereto as Exhibit D is a true and correct copy of the firm resume of Pomerantz.

6. Attached hereto as Exhibit E is a true and correct copy of the firm resume of Rosen.

7. Attached hereto as Exhibit F is a true and correct copy of the firm resume of Holifield.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

New York, New York

Executed: December 2, 2019

/s/ Jeremy A. Lieberman
Jeremy A. Lieberman

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and exact copy of the foregoing has been served electronically upon all parties and/or counsel listed through the Court's ECF system on this December 2, 2019.

HOLIFIELD JANICH & FERRERA, PLLC

/s/ Al Holifield
Al Holifield